

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

Doriemus plc

ABN/ARBN

619 213 437

Financial year ended:

31 December 2019

Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

- These pages of our annual report:
- This URL on our website: <https://www.doriemus.co.uk/wp-content/uploads/2020/03/DOR-Corporate-Governance-Statement-31-December-2019.pdf>

The Corporate Governance Statement is accurate and up to date as at 27<sup>th</sup> March 2020 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.<sup>3</sup>

Date: 27<sup>th</sup> March 2020Name of authorised officer  
authorising lodgement:

Jessamyn Lyons

<sup>1</sup> "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.

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 Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

<sup>2</sup> Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

<sup>3</sup> 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.

See notes 4 and 5 below for further instructions on how to complete this form.

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should have and disclose a board charter setting out: (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.	✓ and we have disclosed a copy of our board charter at: <a href="https://www.dorimus.co.uk/wp-content/uploads/2020/03/a.-DOR-Corporate-Governance-Plan.pdf">https://www.dorimus.co.uk/wp-content/uploads/2020/03/a.-DOR-Corporate-Governance-Plan.pdf</a>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <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 director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	✓	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <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.	✓	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <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.	✓	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

<sup>4</sup> Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

<sup>5</sup> 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.

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at:</p> <p>.....</p> <p>[insert location]</p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>.....</p> <p>[insert location]</p> <p>and if we were included in the S&amp;P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></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 for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p><a href="https://www.doriemus.co.uk/wp-content/uploads/2020/03/e.-DOR-Performance-Evaluation-Policy.pdf">https://www.doriemus.co.uk/wp-content/uploads/2020/03/e.-DOR-Performance-Evaluation-Policy.pdf</a></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p><a href="https://www.doriemus.co.uk/wp-content/uploads/2020/03/DOR-Corporate-Governance-Statement-31-December-2019.pdf">https://www.doriemus.co.uk/wp-content/uploads/2020/03/DOR-Corporate-Governance-Statement-31-December-2019.pdf</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at:  <a href="https://www.doriemus.co.uk/wp-content/uploads/2020/03/e.-DOR-Performance-Evaluation-Policy.pdf">https://www.doriemus.co.uk/wp-content/uploads/2020/03/e.-DOR-Performance-Evaluation-Policy.pdf</a></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:  <a href="https://www.doriemus.co.uk/wp-content/uploads/2020/03/DOR-Corporate-Governance-Statement-31-December-2019.pdf">https://www.doriemus.co.uk/wp-content/uploads/2020/03/DOR-Corporate-Governance-Statement-31-December-2019.pdf</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
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><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a nomination committee and the processes we employ 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 at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>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><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at:</p> <p><a href="https://www.dorimus.co.uk/wp-content/uploads/2020/03/a.-DOR-Corporate-Governance-Plan.pdf">https://www.dorimus.co.uk/wp-content/uploads/2020/03/a.-DOR-Corporate-Governance-Plan.pdf</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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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, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors at:</p> <p>..... [insert location]</p> <p>and, where applicable, the information referred to in paragraph (b) at:</p> <p>..... [insert location]</p> <p>and the length of service of each director at:</p> <p>..... [insert location]</p>	<p>✓ set out in our Corporate Governance Statement</p>
2.4	<p>A majority of the board of a listed entity should be independent directors.</p>	<p><input type="checkbox"/></p>	<p>✓ set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.5	<p>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.</p>	<p>✓</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.6	<p>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>	<p>✓</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: <a href="https://www.doriemus.co.uk/wp-content/uploads/2020/03/a.-DOR-Corporate-Governance-Plan.pdf">https://www.doriemus.co.uk/wp-content/uploads/2020/03/a.-DOR-Corporate-Governance-Plan.pdf</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material breaches of that code by a director or senior executive; and</li> <li>(2) any other material breaches of that code that call into question the culture of the organisation.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="https://www.doriemus.co.uk/wp-content/uploads/2020/03/b.-DOR-Code-of-Conduct.pdf">https://www.doriemus.co.uk/wp-content/uploads/2020/03/b.-DOR-Code-of-Conduct.pdf</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a whistleblower policy; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="https://www.doriemus.co.uk/wp-content/uploads/2020/03/DOR-Whistleblower-Policy-Dec-2019.pdf">https://www.doriemus.co.uk/wp-content/uploads/2020/03/DOR-Whistleblower-Policy-Dec-2019.pdf</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose an anti-bribery and corruption policy; and</li> <li>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: <a href="https://www.doriemus.co.uk/wp-content/uploads/2020/03/j.-DOR-Anti-bribery-and-anti-corruption-policy.pdf">https://www.doriemus.co.uk/wp-content/uploads/2020/03/j.-DOR-Anti-bribery-and-anti-corruption-policy.pdf</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

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<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
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><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p>✓ set out 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>✓</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>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>✓</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>



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<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	✓ and we have disclosed our continuous disclosure compliance policy at: <a href="https://www.doriemus.co.uk/wp-content/uploads/2020/03/c.-DOR-Continuous-Disclosure-Policy.pdf">https://www.doriemus.co.uk/wp-content/uploads/2020/03/c.-DOR-Continuous-Disclosure-Policy.pdf</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	✓	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	✓	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	✓ and we have disclosed information about us and our governance on our website at: <a href="https://www.doriemus.co.uk/directors-responsibilities-and-committees/#top">https://www.doriemus.co.uk/directors-responsibilities-and-committees/#top</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	✓	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	✓ and we have disclosed how we facilitate and encourage participation at meetings of security holders at: <a href="https://www.doriemus.co.uk/wp-content/uploads/2020/03/h.-DOR-Shareholder-Communications-Policy.pdf">https://www.doriemus.co.uk/wp-content/uploads/2020/03/h.-DOR-Shareholder-Communications-Policy.pdf</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input type="checkbox"/>	✓ set out in our Corporate Governance Statement
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.	✓	<input type="checkbox"/> set out in our Corporate Governance Statement

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<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
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><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p>✓ set out 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 that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>✓ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at:</p> <p><a href="https://www.dorimus.co.uk/wp-content/uploads/2020/03/g.-DOR-Risk-Management-Policy.pdf">https://www.dorimus.co.uk/wp-content/uploads/2020/03/g.-DOR-Risk-Management-Policy.pdf</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
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 governance, risk management and internal control processes.</p>	<p>✓ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: N/A</p> <p><i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: <a href="https://www.doriemus.co.uk/wp-content/uploads/2020/03/g.-DOR-Risk-Management-Policy.pdf">https://www.doriemus.co.uk/wp-content/uploads/2020/03/g.-DOR-Risk-Management-Policy.pdf</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.4	<p>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>✓ and we have disclosed whether we have any material exposure to environmental and social risks in: 2019 Annual Report. and, if we do, how we manage or intend to manage those risks at: 2019 Annual Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
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><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ 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>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></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><input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at:</p> <p><a href="https://www.doriemus.co.uk/wp-content/uploads/2020/03/a.-DOR-Corporate-Governance-Plan.pdf">https://www.doriemus.co.uk/wp-content/uploads/2020/03/a.-DOR-Corporate-Governance-Plan.pdf</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></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"/> and we have disclosed our policy on this issue or a summary of it at:</p> <p><a href="https://www.doriemus.co.uk/wp-content/uploads/2020/03/a.-DOR-Corporate-Governance-Plan.pdf">https://www.doriemus.co.uk/wp-content/uploads/2020/03/a.-DOR-Corporate-Governance-Plan.pdf</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>			
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.	<input type="checkbox"/> and we have disclosed information about the processes in place at: ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES – NOT APPLICABLE</b>			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

**DORIEMUS PLC**

**ARBN 619 213 437**

**("Company")**

**Corporate Governance Statement**

This Corporate Governance Statement sets out the Company's current compliance with the third edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**ASX Principles & Recommendations**). The ASX Principles & Recommendations are not mandatory. However, the Company will be required to provide a statement in its future annual reports or future Corporate Governance Statements disclosing the extent to which the Company has followed the ASX Principles & Recommendations.

The board of the Company (**Board**) currently has in place corporate governance policies and charters which have been posted in a dedicated corporate governance information section on the Company's website at [www.doriemus.co.uk](http://www.doriemus.co.uk) (**Company's Website**).

The following summary sets out the position of the Company as at 31 December 2019 and has been approved by the Board.

<b>ASX Principles &amp; Recommendations</b>		<b>Compliant?</b>	<b>Explanation</b>
<b>Principle 1 – Lay solid foundations for management and oversight</b>			
<b>1.1</b>	A listed entity should have and disclose a board charter setting out: 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.	<b>Yes</b>	The respective roles and responsibilities of the Board and management are defined under the Board Charter, a copy of which is available on the Company's Website. There is a clear delineation between the Board's responsibility for the Company's strategy and management, and the day-to-day management of operations conferred upon management of the Company.
<b>1.2</b>	A listed entity should: a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<b>Yes</b>	The process for selection, appointment and re-appointment of directors is detailed in the Remuneration and Nomination Committee Charter, a copy of which is available on the Company's Website.  Pursuant to the Remuneration and Nomination Committee Charter, the Remuneration and Nomination Committee is required to provide the Board with all material information in the Committee's possession relevant to a decision on whether or not to elect or re-elect a director of the Company, including specific

			information regarding the proposed director's suitability to be elected as a director of the Company.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company requires each director and senior executive to execute a written agreement setting out the terms of their appointment.
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The company secretaries are Mr Donald Strang (primarily UK based) and Julia Beckett (prior to 4 December 2019) and Jessamyn Lyons (effective 4 December 2019) (based in Australia) who will report directly to the chair of the Board, Mr David Lenigas (prior 19 June 2019) and Mr Keith Coughlan (effective 19 June 2019). The role of the company secretaries is outlined in the Board Charter, a copy of which is available on the Company's Website.
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>A. the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>B. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	Partial Compliance Only	<p>The Company has adopted a Diversity Policy, a copy of which is available on the Company's Website.</p> <p>The measurable objectives set by the Company to achieve, amongst other matters, gender diversity are set out in the Diversity Policy.</p> <p>The objectives are not currently met as all of the directors are men.</p> <p>The Remuneration and Nomination Committee is responsible for reviewing the Diversity Policy and will provide the Board with an annual report on the status of diversity within the Company and the effectiveness of the Diversity Policy in achieving the objectives set out in the Diversity Policy. A copy of Diversity Policy is available on the Company's website.</p> <p>The Company will provide updates on its progress towards achieving its diversity objectives including the respective proportions of men and women on the Board, in senior executive positions and across the whole Company in its future Corporate Governance Statements.</p>



<p><b>1.6</b></p>	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</li> <li>b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</li> </ul>	<p><b>Yes</b></p>	<p>Under the Board Charter, the Remuneration and Nomination Committee is required to conduct an annual performance review of the Board that:</p> <ul style="list-style-type: none"> <li>▪ compares the performance of the Board with the requirements of the Board Charter, the Corporations Act 2001 (Cth), the ASX Listing Rules and the ASX Corporate Governance Principles &amp; Recommendations (as applicable);</li> <li>▪ critically reviews the mix of the Board; and</li> <li>▪ suggests any amendments to the Board Charter as are deemed necessary or appropriate.</li> </ul> <p>The Company has also adopted a Performance Evaluation Policy, a copy of which is available on the Company's Website.</p> <p>Pursuant to the Performance Evaluation Policy, the Chair of the Board of the Company will:</p> <ul style="list-style-type: none"> <li>▪ evaluate the performance of the Board by way of ongoing review with reference to the composition of the Board and its suitability to carry out the Company's objectives. The Chair of the Board will report back to the Board as to its performance on at least an annual basis;</li> <li>▪ arrange an annual performance evaluation of the Board's various committees against each respective committee's charter; and</li> <li>▪ complete performance evaluations of each separate individual director on the Board.</li> </ul> <p>The Board will ensure that an evaluation of the Board, its committees and individual directors is undertaken in accordance with the Board Charter and Performance Evaluation Policy in each financial year. The Company will disclose in its annual report or updated Corporate Governance Statements, in relation to each financial year, whether or not the relevant annual performance evaluations have been conducted in accordance with the above processes.</p> <p>A review of the board will occur in 2019, around the anniversary of the ASX Listing.</p>
<p><b>1.7</b></p>	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and</li> </ul>	<p><b>Yes</b></p>	<p>Under the Performance Evaluation Policy, the chair of the Board is responsible for completing performance evaluations of each separate individual senior executive of the Company.</p>

	<p>b) disclose for each reporting period whether a performance evaluation has been undertaken in the reporting period in accordance with that process during or in respect of that period.</p>		<p>The Board will ensure that an evaluation of the individual senior executives of the Company is undertaken in accordance with the Performance Evaluation Policy every financial year.</p> <p>During 2019 reviews were conducted by the Non-Executive Directors in July.</p>
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**Principle 2 – Structure the board to be effective and add value**

<p><b>2.1</b></p>	<p>The board of a listed entity should:</p> <p>a) have a nomination committee which:</p> <ol style="list-style-type: none"> <li>1) has at least three members, a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director,</li> </ol> <p>and disclose:</p> <ol style="list-style-type: none"> <li>3) the charter of the committee;</li> <li>4) the members of the committee; and</li> <li>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</li> </ol> <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><b>Partial Compliance Only</b></p>	<p>The Board has established a Remuneration and Nomination Committee to, amongst other matters, oversee the selection, appointment, re-election and termination practices of the Company.</p> <p>The Remuneration and Nomination Committee is governed by a Remuneration and Nomination Committee Charter, which is available on the Company's Website.</p> <p>Prior to 19 June 2019, the Remuneration and Nomination Committee comprised of two directors, Hamish Harris, and Donald Strang.</p> <p>Effective 19 June 2019, due to board changes, the committee is chaired by Mr Keith Coughlan, who was an independent director for ASX purposes. The other committee member is Donald Strang.</p> <p>As a result of only having two members, the Company was not fully compliant with recommendation 2.1 for the 2019 reporting period. The Board of Directors will continue to periodically assess the effectiveness of this committee, including the size and the experience of the members appointed, with a view to ensuring that the committee's performance accords with the best possible practice in the context of the overall Board size and structure.</p> <p>The Remuneration and Nomination Committee Charter provides that no member of the Remuneration and Nomination Committee may participate in a review of their own performance or re-appointment.</p> <p>The Board will periodically assess the effectiveness of the Remuneration and Nomination Committee with a view to ensuring that its performance accords with best practice and provide details on the number of times the Remuneration and</p>
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			Nomination Committee met, however in accordance with the Remuneration and Nomination Committee Charter the Committee is expected to meet at least 2 times a year or at such other times as required.
<b>2.2</b>	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.	<b>Yes</b>	The Company's Remuneration and Nomination Committee has established a board skills matrix to outline those skills and mix of diversity that the Board aims to achieve in its membership ( <b>Matrix</b> ). A copy of the Matrix is set out in Annexure A of the Remuneration and Nomination Committee Charter.
<b>2.3</b>	A listed entity should disclose: <ul style="list-style-type: none"> <li>a) the names of the directors considered by the board to be independent directors;</li> <li>b) 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</li> <li>c) the length of service of each director.</li> </ul>	<b>Yes</b>	<p>The Company assesses the independence of its directors against the requirements for independence set out in the Board Charter which reflect the independence criteria set out in the ASX Corporate Governance Principles &amp; Recommendations (4<sup>th</sup> edition) Box 2.3.</p> <p>Director independence is initially assessed upon each director's appointment and reviewed each year, or as required when a new personal interest or conflict of interest is disclosed. Directors are required to disclose all actual or potential conflicts of interest on an ongoing basis.</p> <p><u>Prior 19 June 2019:</u></p> <p>David Lenigas is not considered to be independent due to his executive role with the Company. Greg Lee is not considered independent due to his executive position as Technical Director with the Company. Hamish Harris is not considered independent due to holding an executive position with the Company in the last 3 years. Donald Strang is not considered to be independent due to his taking up of an executive position as Finance Director of the Company.</p> <p><u>Effective 19 June 2019:</u></p> <p>Keith Coughlan is a director considered by the Board to be independent for ASX purposes.</p> <p>Greg Lee is not considered independent due to his executive position as Technical Director with the Company. Donald Strang is not considered independent due to holding an executive position as Finance Director with the Company in the last 3 years.</p> <p>The length of service of each director on the Board is as follows:</p>

			<ul style="list-style-type: none"> <li>▪ David Lenigas: appointed: June 2016; resigned on 19 June 2019</li> <li>▪ Keith Coughlan: appointed: 19 June 2019</li> <li>▪ Donald Strang: stepped down from Executive Director (appointed March 2013) to Non-Executive Director on 17 July 2019.</li> <li>▪ Hamish Harris: appointed: March 2013; resigned: 19 June 2019</li> <li>▪ Gregory Lee: appointed: 29 September 2017</li> </ul>
2.4	A majority of the board of a listed entity should be independent directors.	<b>Partial Compliance Only</b>	<p>Effective 19 June 2019, the Company has three directors with one being currently considered independent for ASX purposes.</p> <p>The Board believes that the current mix of directors is appropriate for the Company's business and circumstances and is in the best interests of the Company's shareholders as a whole. Further, the Board believes that the Board as a whole is not hindered in its ability to exercise independent view and judgement.</p> <p>The Board is mindful of the recommendation that a majority of the Board should be independent directors and will continue to take this into consideration when considering the future nomination, election or re-election of directors to the Board.</p>
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.	<b>Yes</b>	<p>Prior to 19 June 2019, the Chair of the Board was Mr Lenigas who was not considered an independent director for ASX purposes. The Company believes that Mr Lenigas brought to the Chair position an uncompromised independent judgement, irrespective of whether he was classified as independent or not for ASX purposes.</p> <p>Effective 19 June 2019, the Chair of the Board is Keith Coughlan who is considered independent director for ASX purposes.</p> <p>The Company does not have a CEO or managing director. The three directors carry out the most important roles required by the Company at this stage of its development.</p>
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	<b>Yes</b>	The Company's Remuneration and Nomination Committee is responsible for reviewing and making recommendations to the Board with respect to succession planning for the Board, director induction programs and continuing development.

	maintain the skills and knowledge needed to perform their role as directors effectively.		Pursuant to the Remuneration and Nomination Committee Charter, the Company's Remuneration and Nomination Committee is also responsible for developing director induction programs that are undertaken by each new director and reviewing the effectiveness of the induction program.
<b>Principle 3 – Instil a culture of acting lawfully, ethically and responsibly</b>			
<b>3.1</b>	a) A listed entity should articulate and disclose its values.	<b>Yes</b>	The Company has disclosed its purpose, value and strategy and this is available in the Code of Conduct available on the Company's Website.
<b>3.2</b>	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<b>Yes</b>	The Company has adopted a Code of Conduct which applies to all directors, officers, employees, contractors and consultants of the Company as well as a Securities Trading Policy. Each of these policies has been prepared having regard to the ASX Corporate Governance Principles & Recommendations and is available on the Company's Website.
<b>3.3</b>	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<b>Yes</b>	The Company has adopted a whistleblower policy which applies to all directors, officers, employees, contractors and consultants of the Company. This policy has been prepared having regard to the ASX Corporate Governance Principles & Recommendations and is available on the Company's Website.
<b>3.4</b>	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy.	<b>Yes</b>	The Company has adopted an anti-bribery and corruption policy which applies to all directors, officers, employees, contractors and consultants of the Company. This policy has been prepared having regard to the ASX Corporate Governance Principles & Recommendations and is available on the Company's Website.
<b>Principle 4 – Safeguard the integrity of corporate reports</b>			
<b>4.1</b>	The board of a listed entity should: a) have an audit committee which: 1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and	<b>Partial Compliance Only</b>	The Company has established an Audit and Risk Committee to assist the Board in fulfilling its responsibilities with respect to overseeing the Company's financial reporting, compliance with legal and regulatory requirements, setting of risk parameters of the Company and overseeing the Company's systems of internal control and its risk management framework.

	<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>Prior to 19 June 2019, the Audit and Risk Committee consisted of two members, Mr Hamish Harris, the Chairman and Mr Donald Strang as the other member, instead of the recommended three members. Mr Harris resigned on 19 June 2019.</p> <p>Effective 19 June 2019, the committee is chaired by Keith Coughlan, the Chairman, who is independent for ASX purposes. Mr Strang remained as a member on the committee. As a result of only having two members, the Company was not fully compliant with recommendation 2.1 for the 2019 reporting period. The Board of Directors will continue to periodically assess the effectiveness of this committee, including the size and the experience of the members appointed, with a view to ensuring that the committee's performance accords with the best possible practice in the context of the overall Board size and structure.</p> <p>The Board believes that the composition and skills of the members of the Audit and Risk Committee are appropriate for the Company.</p> <p>The Audit and Risk Committee is governed by an Audit and Risk Committee Charter, a copy of which is available on the Company's Website.</p> <p>The Company will provide details as to the relevant qualifications and experience of the members of the committee, the number of times the committee met and the individual attendances of the members at those meetings in its future annual reports, however in accordance with the Audit and Risk Committee Charter the Committee is expected to meet at least 2 times a year.</p> <p>The Company's Audit and Risk Committee, as constituted at the time, met once during the year. The revised Audit and Risk Committee has had minimal opportunities to meet prior the end of 2019 and propose to meet twice in the next financial year.</p>
<p><b>4.2</b></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</p>	<p><b>Yes</b></p>	<p>The Board will receive assurances from the Finance Director (Mr Strang) that the Company's financial statements have been prepared, and the Company's financial performance has been documented, in accordance with the Company's reporting procedures prior to approving the financial statements.</p>

	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.		
4.3	A listed entity that should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	The Company requires its external auditor to attend its AGM to answer any questions from shareholders relevant to the audit and this is specifically referenced in the Company's Shareholder Communications Policy, a copy of which is available on the Company's Website.
<b>Principle 5 – Make timely and balanced disclosure</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1	Yes	<p>The Company is committed to taking a proactive approach to continuous disclosure and creating a culture within the Company that promotes and facilitates compliance with the Company's continuous disclosure obligations.</p> <p>The Company has adopted a written policy to ensure compliance with its ASX Listing Rules disclosure obligations. A copy of the Company's Continuous Disclosure Policy is available on the Company's Website. Pursuant to the Continuous Disclosure Policy, the Company has appointed the company secretary to be responsible for overseeing and co-ordinating disclosure of information to the relevant stock exchanges and shareholders and providing guidance to directors and employees on disclosure requirements and procedures with respect to the continuous disclosure obligations.</p>
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	The Company Secretary is responsible to distribute all material market announcements electronically to the Board promptly after they have made.
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	All slides and presentations used for briefings and analyst presentations are released and uploaded to ASX prior to the briefing to the market. Further details are set out in the Company's Continuous Disclosure Policy.

**Principle 6 – Respect the rights of security holders**

<b>6.1</b>	A listed entity should provide information about itself and its governance to investors via its website.	<b>Yes</b>	The Company provides investors with comprehensive and timely access to information about itself and its governance on the Company's Website, including copies of the Company's Articles of Association, Board and committee charters and key corporate governance policies, copies of all material information lodged with a relevant stock exchange, copies of all press releases or announcements made by the Company, the Company's annual reports and notices of shareholder meetings. Further details are set out in the Company's Shareholder Communications Policy.
<b>6.2</b>	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<b>Yes</b>	The Company has adopted a Shareholder Communications Policy for shareholders wishing to communicate with the Board.  The Company seeks to utilise numerous modes of communication, including electronic communication to ensure that its communication with shareholders is timely, accessible and clear.  The Company encourages shareholders to submit questions or requests for information directly to the Company via the Company's Website. Shareholder queries should be referred to the company secretary in the first instance whose details will be made available on the Company's Website.
<b>6.3</b>	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<b>Yes</b>	All shareholders of the Company are invited to attend and participate in the Company's annual meetings either in person or by representative. For those shareholders that are unable to attend an annual meeting a question form will be made available with the general meeting notice of meeting, allowing such shareholders to ask a question that may be relevant to the general meeting.



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.	<b>No</b>	It has been a practice for the Company to vote resolutions based on a show of hand. Effective next AGM, all substantive resolutions which are voted on the AGM will be decided by a poll, rather than by a show of hands, to enable all shareholders and proxyholders who cast their proxies to be included in the voting process.
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.	<b>Yes</b>	The Company encourages shareholders to provide their email addresses, so that the Company can communicate important information electronically.
<b>Principle 7 – Recognise and manage risk</b>			
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> <ol style="list-style-type: none"> <li>1) has at least three members, a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director,</li> </ol> <p>and disclose:</p> <ol style="list-style-type: none"> <li>3) the charter of the committee;</li> <li>4) the members of the committee; and</li> <li>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</li> </ol> <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>	<b>Partial Compliance Only</b>	See 4.1.
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 that the entity is operating with due regard to the risk appetite set by the board; and</p>	<b>Yes</b>	A primary role of the Company's Audit and Risk Committee is to regularly review and evaluate the effectiveness of the Company's risk management framework to ensure that its internal control systems and processes are monitored and updated on an ongoing basis.

	b) disclose, in relation to each reporting period, whether such a review has taken place.		The main responsibilities of the Company's Audit and Risk Committee with respect to the Company's risk management framework are set out in the Company's Audit and Risk Committee Charter.
<b>7.3</b>	A listed entity should disclose: a) if it has an internal audit function, how the function is structured and what role it performs; or b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	<b>Yes</b>	The Company does not have an internal audit function however the company's Audit and Risk Committee Charter states that the role of the risk committee will include assisting the board in the effective discharge of its governance and oversight responsibilities in relation to various matters including internal and external audit functions.
<b>7.4</b>	A listed entity should disclose whether it has any material exposure to economic, environmental or social sustainability risks and, if it does, how it manages or intends to manage those risks.	<b>Yes</b>	The Company's primary exposures to material economic, environmental and social sustainability risks are set out in the 2019 Annual report.  The Board is responsible for undertaking and assessing risk management and internal control effectiveness. The Board is required to assess risk management and associated internal compliance and control procedures and report back to the Audit and Risk Committee at least annually.  A series of key risk factors that the Company faces are detailed in our Annual Report.
<b>Principle 8 – Remunerate fairly and responsibly</b>			
<b>8.1</b>	The board of a listed entity should: a) have a remuneration committee which: 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	<b>Partial Compliance Only</b>	See 2.1.

	<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>		
<b>8.2</b>	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.	<b>Yes</b>	<p>The role of the Remuneration and Nomination Committee is to review and make recommendations to the Board in relation to the overall remuneration policy for the Company and, specifically:</p> <ul style="list-style-type: none"> <li>▪ non-executive director remuneration; and</li> <li>▪ executive director and senior executive remuneration.</li> </ul>
<b>8.3</b>	<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>	<b>Yes</b>	<p>The Company does not currently have a formal equity based remuneration scheme, however the Company has adopted a Securities Trading Policy which sets out the policies of the Company in relation to the sale and purchase of securities in the Company and any associated entities. Pursuant to the Securities Trading Policy, participants must not, without prior written approval by the relevant person specified in the Policy, engage in hedging arrangements, deal in derivatives or enter into other arrangements which vary economic risk related to the Company's securities.</p> <p>A copy of the Company's Securities Trading Policy is available on the Company's Website.</p>
<b>Principle 9 – Additional recommendations</b>			
<b>9.1</b>	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.	<b>N/A</b>	The Company has an entity established in the United Kingdom, where English is the common language used both in written and verbal. All meetings and key corporate documents are conducted and prepared in English. All the directors converse and communicate well in English.

<b>9.2</b>	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<b>Yes</b>	The Company ensure meetings with security holders are conducted and held at a reasonable place and time, given significant security holders reside outside United Kingdom.
<b>9.3</b>	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.	<b>Yes</b>	The Company encourages the external auditor to be present at the AGM.