

1. PREAMBLE

All directors, whether independent or not, should bring an independent judgement to bear on all board discussions, deliberations and decisions.

2. DEFINITION OF INDEPENDENT DIRECTOR

2.1 An independent Director is a non-executive Director (i.e. is not a member of management) and who is free of any business or other relationship that could materially interfere with – or could reasonably be perceived to materially interfere with – the independent exercise of their judgement.

Relationships which may affect independent status are as follows:

- is a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company (described in more details in paragraph 2 below);
- is employed, or has previously been employed in an executive capacity by the Company or another group member, and there has not been a period of at least three years between ceasing such employment and serving on the board;
- has within the last three years been a principal of a material professional adviser or a material consultant to the Company or another group member, or an employee materially associated with the service provided;
- is a material supplier or customer of the Company or another group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- has a material contractual relationship with the Company or another group member other than as a director.

Family ties and cross-directorships may be relevant in considering interests and relationships which may affect independence and should be disclosed by directors to the Board.

2.2 A “substantial shareholder” is a person with a substantial holding as defined in section 9 of the Corporations Act (Cth), which includes the following considerations:

The total votes attached to voting shares in the Company, in which they or their associates:

- have relevant interests (see paragraph 2.2); and
- would have a relevant interest but for subsection 609(6) (market traded options) or 609(7) (conditional agreements);
- is 5% or more of the total number of votes attached to voting shares in the Company.

A person has a relevant interest in securities if they:

- are the holder of the securities; or
- have power to exercise, or control the exercise of, a right to vote attached to the securities; or
- have power to dispose of, or control the exercise of a power to dispose of, the securities.

It does not matter how remote the relevant interest is or how it arises.

If 2 or more people can jointly exercise one of these powers, each of them is taken to have that power.

Extension to control exercisable through a trust, agreement or practice.

Power or control includes:

- power or control that is indirect; and
- power or control that is, or can be, exercised as a result of, by means of or by the revocation or breach of:
 - a trust; or
 - an agreement; or
 - a practice; or
 - any combination of them;

whether or not they are enforceable; and

- power or control that is, or can be made, subject to restraint or restriction.

It does not matter whether the power or control is express or implied, formal or informal, exercisable alone or jointly with someone else. It does not matter that the power or control cannot be related to a particular security.