

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

Steadfast Group Limited

ABN / ARBN:

98 073 659 677

Financial year ended:

30 June 2015

Our corporate governance statement² for the above period above can be found at:³

- These pages of our annual report:
- This URL on our website:
<http://investor.steadfast.com.au/Investor-Centre/?page=Corporate-Governance>

The Corporate Governance Statement is accurate and up to date as at 26 August 2015 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 26 August 2015

Name of Director or Secretary authorising
lodgement: Linda Ellis, Company Secretary

¹ Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

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 rule 4.10.3.

² "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.

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

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.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location] ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): <input checked="" type="checkbox"/> in our Corporate Governance Statement	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <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 person, or putting forward to security holders a candidate 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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ 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.

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> at http://investor.steadfast.com.au/Investor-Centre/?page=Corporate-Governance</p> <p>... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴	
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
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>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://investor.steadfast.com.au/Investor-Centre/?page=Corporate-Governance</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at 2015 Annual Report</p> <p>[If the entity complies with paragraph (b):]</p> <p>... 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:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</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 and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association 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, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	... the names of the directors considered by the board to be independent directors: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location] ... and, where applicable, the information referred to in paragraph (b): <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location] ... and the length of service of each director: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input checked="" type="checkbox"/> at http://investor.steadfast.com.au/Investor-Centre/?page=Corporate-Governance	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴	
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
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>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://investor.steadfast.com.au/Investor-Centre/?page=Corporate-Governance</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> 2015 Annual Report (qualifications & experience) http://investor.steadfast.com.au/Investor-Centre</p> <p>[If the entity complies with paragraph (b):]</p> <p>... 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:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so 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>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	<p>... our continuous disclosure compliance policy or a summary of it:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<p>... information about us and our governance on our website:</p> <input checked="" type="checkbox"/> at http://investor.steadfast.com.au/Investor-Centre/?page=Corporate-Governance	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	<p>... our policies and processes for facilitating and encouraging participation at meetings of security holders:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴	
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
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>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at http://investor.steadfast.com.au/Investor-Centre/?page=Corporate-Governance</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at 2015 Annual Report</p> <p>[If the entity complies with paragraph (b):]</p> <p>... 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:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so 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</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
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 risk management and internal control processes.</p>	<p>[If the entity complies with paragraph (a):] ... how our internal audit function is structured and what role it performs:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):] ... 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:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
7.4	<p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴	
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
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>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://investor.steadfast.com.au/Investor-Centre/?page=Corporate-Governance</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at 2015 Annual Report</p> <p>[If the entity complies with paragraph (b):]</p> <p>... 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><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</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>... separately our remuneration 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"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
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>... our policy on this issue or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity;</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<p>... the information referred to in paragraphs (a) and (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
-	<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>... the terms governing our remuneration as manager of the entity:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>



Corporate Governance Statement

26 August 2015

Corporate governance statement

The directors and management of Steadfast Group Limited are committed to high corporate governance standards and adopting the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

The corporate governance policies and practices adopted by the Board are outlined in Steadfast's charters and policies found in the [corporate governance section](#) of the Steadfast Investor website.

This corporate governance statement discloses in summary form Steadfast's corporate governance policies and practices so that they can be readily understood by our shareholders and other stakeholders.

This corporate governance statement relates to the 2015 financial year and accompanies Steadfast's 2015 Annual Report. This corporate governance statement is dated 26 August 2015.

The ASX Corporate Governance Council (ASX CGC) has issued eight principles and as part of these principles, made 30 recommendations. Each is discussed below as it relates to Steadfast:

ASX CGC Principle 1 – Lay solid foundations for management and oversight

Role of the Board

Steadfast has established a board charter which sets out the roles and responsibilities of the Board and the roles and responsibilities of senior management. The role of the Board is to provide leadership and strategic direction including sound and prudential oversight of management. In performing its responsibilities and functions, the Board may choose to delegate any of its powers to a Board committee or to other persons in accordance with the Constitution.

To discharge its responsibilities and to provide direction and oversight of Steadfast, the responsibilities of the Board include:

- approving the strategic plans, budget and timetable, confirming the direction and objectives of Steadfast, associated performance indicators and targets and approving any variations as required;
- overseeing the conduct and performance of Steadfast to seek to ensure it is being properly and appropriately managed;
- overseeing all key aspects of Steadfast's financial position including giving specific attention to the quantum, nature and terms of any debt facility and its ability to meet its debts and other obligations as they fall due;
- overseeing the Group's capacity to identify and respond to changes in its economic and operating environment;
- approving and overseeing the risk management framework, assessing its effectiveness, understanding and reviewing the major and significant risks facing Steadfast and monitoring their management including business continuity planning and disaster recovery planning;
- overseeing, reviewing and monitoring the operation, adequacy and effectiveness of Steadfast's reporting systems and the overall framework of internal controls;
- seeking to ensure that there are adequate reward, development and succession plans in place;
- overseeing, reviewing and monitoring the operation of Steadfast's charters, policies and procedures to ensure compliance with relevant legislation, including continuous disclosure and other requirements of ASX;
- approving corporate reporting and price sensitive press releases;
- selecting the external auditors and approving their scope of work;
- where the Board requires independent advice, selecting the advisors and ratifying their scope of work;
- reviewing, approving and monitoring compliance with Steadfast's code of conduct;
- reviewing approving share trading guidelines for the Board and senior management;
- overseeing the work of Board committees;
- reviewing, approving and revising delegations of authority;
- approving and monitoring major projects and acquisitions;

- being aware of and, where appropriate, reviewing matters which impact on Steadfast and may attract adverse public, government, regulatory or other interest;
- attending to matters appropriately referred to it by management, the Managing Director & CEO or Board committees;
- attending to corporate governance matters including the identification and nomination of new directors to fill Board vacancies and diversity;
- appropriately involving itself in Steadfast's liaison and communications with key stakeholders including the discharge of Steadfast's continuous disclosure obligations;
- setting dividend policy and declaring and paying interim and final dividends, including bonus share plans and dividend reinvestment plans;
- communicating its information needs to management including as to Board papers;
- appointment, regular performance assessment, remuneration, succession planning and, should it be necessary, the dismissal of the Managing Director & CEO;
- seeking to ensure an appropriate process is in place to recruit, review the performance of, remunerate, train and develop senior management and to provide for management succession;
- establishing a remuneration policy and overseeing Steadfast's compensation system in consultation with Board committees; and
- evaluating and reviewing its own performance, all policies and charters.

The Board delegates authority, within parameters and in accordance with formal delegations, to the Managing Director & Chief Executive Officer for the executive management of Steadfast and the day to day operations of the Group, its subsidiaries and their respective operations. The Board regularly reviews the division of functions between the Board and management to ensure it continues to be appropriate to the needs of Steadfast.

The Board has established the following committees:

- Audit & Risk Committee;
- Nomination Committee; and
- Remuneration & Succession Planning Committee.

Role of the Chairman

The Chairman is responsible for:

- leading the Board in performance of its role and responsibilities;
- chairing Board meetings and shareholder meetings, including setting the agenda for Board meetings;
- ensuring the regular evaluation of the performance and remuneration of the Board, its Committees and its individual Directors based on the recommendations of the Board and its appropriate Committees;
- ensuring adequate time is available for discussion of all agenda items at Board meetings, particularly strategic matters, and facilitating effective discussion on these items;
- ensuring effective communication with shareholders;
- overseeing the role of the Managing Director & CEO including regular discussions between Board meetings and performance assessments and reporting on those discussions and assessments to the Board;
- overseeing the role of the Company Secretary including reviewing corporate governance matters with the Company Secretary and reporting on those matters to the Board.

The Board Charter also sets out the responsibilities of the Chair of the various Board committees.

Company Secretary

The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board. The role of the Company Secretary includes:

- advising the Board and its committees on governance matters;
- monitoring that Board and committee policy and procedures are followed;
- coordinating the timely completion and despatch of agendas, Board and committee papers and minutes;
- ensuring that the business conducted at Board and committee meetings is accurately captured in the minutes;
- preparing for the annual and any extraordinary general meetings;
- recording, maintaining and distributing the minutes of all general meetings of Steadfast;
- oversight of Steadfast's compliance with legislative obligations and keeping statutory records up to date;
- seeking to ensure that the share registry is accurate and up-to-date;
- assisting in discussions at Board meetings especially in respect of the areas for which the Company Secretary is responsible;
- helping to organise and facilitate the induction and professional development of directors; and
- regularly updating the Board on legal and regulatory developments.

Each director may communicate directly with the Company Secretary and vice versa.

The decision to approve or remove a company secretary should be approved by the Board.

Management's responsibilities

Management is responsible for implementing strategic objectives and operating within the risk appetite and delegated authorities set by the Board and for all other aspects of the day-to-day running of Steadfast. It is also responsible for providing the Board with accurate, timely and clear information to enable the Board to perform its responsibilities.

The Managing Director & Chief Executive Officer is authorised to delegate such of the powers conferred on him as he considers appropriate. Steadfast has a system of delegated authorities in place, and continues to refine it, so as to ensure appropriate exercise of powers.

Performance evaluation of senior management

The Board charter provides that the Board is responsible for ensuring there is an appropriate process in place to review the performance of senior management. Executive management is reviewed by the Managing Director & CEO. The Managing Director & CEO is reviewed by the Chairman.

The review process involves a performance management process ("PMP") with a performance assessment rating out of a maximum of five.

No employee is entitled to awards under the Short Term Incentive Plan or Long Term Incentive Plan if their PMP rating is less than three out of a maximum of five. The PMP involves a set of specified objectives and criteria against which performance is measured.

Steadfast conducts performance evaluations for senior executives in accordance with the process disclosed.

Candidates for election or re-election as a director

Steadfast will undertake appropriate checks before appointing a director or before a candidate is put forward to shareholders for election as a director. Steadfast will provide shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. Any candidate for election as a director is required to provide the Board with all material information including details of any positions or interests which may influence or be reasonably perceived to influence, in a material respect, the person's capacity to bring an independent judgment to bear on issues before the Board and to act in the best interest of Steadfast and its shareholders. The candidate is required to consent to Steadfast conducting any background or other checks Steadfast would ordinarily conduct. The candidate is required to provide details of his or her other

commitments and specifically acknowledge to Steadfast that he or she will have sufficient time to fulfil his or her responsibilities as a director.

Written agreements with directors and senior executives

Steadfast has in place a written agreement with each director and senior executive setting out the terms of their appointment to ensure a clear understanding of roles, responsibilities and expectations.

Diversity policy

Steadfast has a diversity policy in accordance with the Board approved measurable objectives for achieving gender diversity and to assess annually both the objectives and Steadfast's progress in achieving them. Steadfast discloses that policy on its [website](#).

A survey to monitor gender diversity in leadership, management, the corporate office and its controlled entities is conducted annually. The results of the survey are as follows:

- Women on the Board	17%
- Women on the 2015 executive management team	43%
- Women in the corporate office	49%
- Women in management positions in Steadfast controlled entities	28%
- Women in Steadfast controlled entities	61%

In accordance with the diversity policy, the Board annually reviews measurable objectives for achieving diversity which are currently as follows:

- achieve or maintain appropriate ethnic and/or cultural diversity having regard to the general population and the industry;
- achieve or maintain appropriate age diversity having regard to the general population and the industry;
- achieve or maintain appropriate female participation at all levels of the organisation having regard to the industry; and
- actively promote the development of women executives by supporting appropriate initiatives.

The Board also receives an annual report from management on the progress against these objectives including:

- succession plans and appointment processes to achieve diversity;
- policies to support work life balance;
- provision of supportive and inclusive diversity related policies programs and practices;
- ways to promote a culture supportive of diversity; and
- review of appropriate procedures for proper implementation of the diversity policy

The report for 2015 shows that Steadfast Group has met its diversity objectives and achieved a high level of cultural, age and gender diversity compared to its peers and other ASX 200 listed companies.

Evaluation of the performance of the Board and Directors

The Chairman oversees the performance of the Board, its committees and each Director. The Board charter provides that the Board is responsible for developing and implementing a formal process to assess its own performance. The Board, and each committee established by the Board, performs an annual self-evaluation. Each year, the Directors provide to the Board their assessments of the effectiveness of the Board and the committees on which they serve. The Board regularly reviews its performance as a whole and the Chairman oversees the regular review of the performance of each Director. The Chairman's performance is also regularly reviewed by the Board. Each Committee annually reviews its performance by reference to its charter. Recommendations are then agreed and implemented as necessary. Performance evaluations were undertaken in the financial year ended 30 June 2015 in accordance with the process described.

The Board has considered whether to use an external facilitator to conduct its performance reviews. After consideration including of the fact that the Company listed only in August 2013, the Board decided that it was not necessary to use an external facilitator at this time.

ASX CGC Principle 2 – Structure the Board to add value

Composition of the Steadfast Board

The role of Chairman and the role of Managing Director & Chief Executive Officer are exercised by different individuals, being Frank O'Halloran AM and Robert Kelly respectively.

The Board is comprised of six directors, a majority of whom are independent Directors, including the Chairman.

The Board considers that it is a high performing, effective Board and has an appropriate number of independent non-executive directors who can challenge management and hold them to account, and also represent the best interests of both Steadfast and its shareholders as a whole rather than those of individual shareholders or interest groups.

The size of the Board, with six directors, ensures it is not so large as to be unwieldy. Whilst the Board is of the view that it is of sufficient size so that the requirements of the business can be met and changes to the composition of the Board and committees over time can be managed without undue disruption, the Board continues to monitor its size and the expertise available.

Directors are selected to have a broad range of skills, experience, expertise and diversity complementary to Steadfast's activities.

Nomination Committee

The Board has established a Nomination Committee which is currently comprised of the full Board and accordingly, has at least three members and comprises a majority of independent Directors. The Chairman of the Nomination Committee is the Chairman of the Board, being Frank O'Halloran (who is an independent Director).

As the Nomination Committee is comprised of the full Board, the Board's nomination functions are included in the Board Charter and sets out its roles, responsibilities, composition and structure. The Board charter also sets out the Board's policy for the nomination and appointment of Directors and the procedure for the selection and appointment of new Directors. The Charter is available on the [Steadfast Investor website](#).

The Nomination Committee met four times in the year ended 30 June 2015. All members were present at each meeting.

Board skills matrix

The Board uses a board skills matrix which sets out the mix of skills and diversity that the Board is looking for and currently has. These include strategic leadership, preparedness to constructively question and challenge, experience in creating shareholder value, experience and expertise in insurance & insurance broking, mergers & acquisitions, accounting & finance, legal, risk management, technology, corporate governance & regulatory and investor relations & communications. The Board is satisfied that its current mix of skills and diversity is appropriate.

Independence

The Board considers that all of the non-executive Directors named below are independent.

The following table provides specific information regarding the Directors:

Name	Position	Joined Board/ years of experience	Experience (years) / industry	Independence
Frank O'Halloran, AM	Non-Executive Chairman of the Board	2012 / 3	48 / insurance	Independent
Robert Kelly	Managing Director & CEO	1996 / 20	46 / insurance	Non-independent
David Liddy	Non-Executive Director	2013 / 3	43 / banking	Independent
Anne O'Driscoll	Non-Executive Director	2013 / 2	31 / accounting & insurance	Independent
Philip Purcell	Non-Executive Director	2013 / 3	41 / legal & insurance	Independent
Greg Rynenberg	Non-Executive Director	1998 / 18	40 / insurance	Independent

Further details of the Directors are disclosed in the 2015 Annual Report.

Note:

¹ Greg Rynenberg owns and manages a broker business in the Steadfast network. Mr Rynenberg is deemed independent as Steadfast does not have an equity interest in his business.

The Board takes a qualitative approach to materiality of interests and assesses independence on a case by case basis, by reference to each Director's particular circumstances rather than applying strict quantitative thresholds.

In relation to Mr Rynenberg, whilst he has been a director for more than 10 years, when reviewing the independence of Directors, the Board decided to rebase tenure from 2013 in view of the significant changes in the Group's operations following its restructure and listing. Mr Rynenberg owns and manages a broker business in the Steadfast Network however Steadfast does not have an equity interest in his business. Further, the Board has carefully considered the independence of Mr Rynenberg as required by ASX CGC Recommendation 2.3 and, in light of the relative materiality of the foregoing, has assessed that there is nothing that might interfere or be reasonably seen to interfere with Mr Rynenberg's capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of Steadfast and its shareholders as a whole. In particular, there is no reason to consider that Mr Rynenberg has become too close to management to be considered independent. The Board also appreciates the deep understanding Mr Rynenberg has of Steadfast and its businesses.

Ms O'Driscoll provided certain advisory services to the Board associated with the (then) forthcoming initial public offering for a period of seven months before 30 June 2013. The services concluded before Ms O'Driscoll's appointment as a director. In the view of the Board, this was not by its nature, materiality or length of term, sufficient to cause doubts about the independence of Ms O'Driscoll nor is there any reason to consider that Ms O'Driscoll has become too close to management to be considered independent.

Induction and professional development

New directors have not joined the Company since the initial public offering and listing in 2013. Steadfast has a program for inducting new directors including in relation to knowledge of the Company, its operations, policies and procedures. Steadfast will continue to refine its program for inducting new directors, particularly as new directors join the Company.

As appropriate, the Board will consider what training or development could be undertaken to fill any gaps in the skills, knowledge and familiarity with Steadfast and its operating environment required of the Directors as a group to fulfil their role on the Board and on Board committees effectively.

Steadfast ensures that the Board receives ongoing briefings on developments in accounting standards and legal developments. Where appropriate, the Board will provide resources to help develop and maintain its directors' skills and knowledge.

ASX CGC Principle 3 – Promote ethical and responsible decision making

Steadfast is committed to acting ethically and responsibly in accordance with the expectations of its investors and other stakeholders. Steadfast appreciates that acting ethically and responsibly goes well beyond mere compliance with legal obligation and involves acting with honesty, integrity and in a manner which is consistent with the reasonable expectations of investors and the broader community.

The Board has specifically charged management with the responsibility for creating a culture within Steadfast that promotes ethical and responsible behaviour.

In addition to accounting, legal, tax and other professional expertise, Steadfast has personnel who focus on regulatory matters. Regulators in Australia include the Australian Securities & Investments Commission (ASIC), the Australian Taxation Office, the Australian Competition & Consumer Commission, and the Australian Privacy Commissioner. These regulatory bodies enforce laws which deal with a range of issues which affect Steadfast's operations. Steadfast employees and network brokers are made aware of their obligations relevant to their work and provided with resources to support compliance.

Code of Conduct

Steadfast has established a Code of Conduct which provides an ethical and legal framework for all Directors, officers, employees, contractors and certain other individuals in the conduct of Steadfast's business to safeguard Steadfast's reputation and the confidence of Steadfast stakeholders. The Code of Conduct is available on the [Steadfast Investor website](#).

Conflicts of Interest

The Board takes conflicts of interest very seriously. At the Board level, this is dealt with in part by attempting to minimise conflicts of interest, having a majority of independent directors on the Board and considering the nature of Directors' other business interests. Conflicts of interest are identified in a timely manner, largely by having an open culture and policies of disclosure including maintaining an up to date register of interests. Conflicts of interest are dealt with in an appropriate framework, including exclusion from decision making of individuals with a conflict.

Anti-Bribery & Corruption Policy

Steadfast has also established an Anti-Bribery & Corruption Policy which sets out the behaviour and standards Steadfast expects its non-executive directors, employees, consultants, contractors and agents to comply with in conducting business. It discusses what bribery is and the penalties and other potential associated consequences of bribery. It sets out certain guidelines and requirements in relation to the providing and acceptance of gifts and hospitality, tender and procurement requirements, donations and sponsorships and facilitation payments. It provides a mechanism for raising concerns in relation to these matters.

The Code of Conduct and the Anti-Bribery & Corruption Policy give employees responsibility for reporting unethical or suspicious behaviour.

A whistleblowing policy has also been adopted. The whistleblowing policy promotes responsible whistleblowing where the interests of others, including the public, or of the Company itself, are at risk, for example, theft or a breach of a legal obligation. The policy sets out the procedures for reporting concerns, including access to an external reporting agency.

Securities Trading Policy

A Securities Trading Policy has been established to summarise the law relating to insider trading and set out Steadfast's trading policy on buying and selling Steadfast securities.

By law, all Directors, officers, employees, contractors, family and associates are prohibited from trading in the Company's securities at any time if they are in possession of non-public price sensitive information regarding the Group and its securities ("insider information").

In addition, the policy identifies all Directors, officers, other key management personnel of Steadfast, senior members of the financial team, and any other person designated by the Board or its delegate from time to time as a "Designated Persons". The definition of a Designated Person extends to include family and associates of Designated Persons.

Subject to not being in possession of insider information and the requirements of Steadfast's Securities Trading Policy, Designated Persons may only deal in Steadfast's securities during the following trading windows:

- a) the 30 day period beginning on the business day after Steadfast's half yearly results are announced to the ASX;
- b) the 30 day period beginning on the business day after Steadfast's annual results are announced to the ASX;
- c) the 30 day period beginning on the business day after Steadfast's annual general meeting;
- d) at any time a prospectus or similar disclosure document has been lodged with ASIC and is open for acceptances; and
- e) at any other times as the Steadfast Board permits.

In addition, Designated Persons are prohibited from entering into margin lending arrangements relating to Steadfast's shares; prohibited from short term or speculative trading in Steadfast's shares or in financial products associated with Steadfast's securities; and prohibited from entering into transactions or arrangements with anyone which could have the effect of limiting their exposure to risk relating to an element of their remuneration that:

- has not vested; or
- has vested but remains subject to a holding lock.

Diversity Policy

Steadfast has established a Diversity Policy which outlines Steadfast's commitment to diversity including gender diversity, Board and senior executive diversity, work life balance, and ability not disability. Steadfast is committed to an inclusive workplace that embraces and promotes diversity as part of our corporate culture. This involves providing supportive and inclusive diversity-related workplace policies, programs and practices within the Group's business. Further information about Steadfast's Diversity Policy is provided under *ASX CGC Principle 1 – Lay solid foundations for management and oversight* above.

ASX CGC Principle 4 – Safeguard integrity in financial reporting

Steadfast has formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.

Audit & Risk Committee

The Board has established an Audit & Risk Committee to:

- seek to ensure the integrity of external financial reporting;
- safeguard the independence of the external auditor;
- oversee the performance of the internal and external audit functions and review of their audits;
- seek to ensure that Directors are provided with financial and non-financial information that is of high quality and relevance;
- seek to ensure that controls are established and maintained in order to safeguard Steadfast's financial and physical resources;
- seek to ensure that systems or procedures are in place so that Steadfast complies with relevant statutory and regulatory requirements;
- assess financial and other risks arising from Steadfast's operations and consider the adequacy of measures taken to moderate those risks; and

- seek to ensure that Steadfast has adequate risk management processes in place.

The Audit & Risk Committee is currently comprised of five non-executive Directors, the majority of whom are independent including the Chair, Anne O'Driscoll. The other directors currently serving on the Audit & Risk Committee are Frank O'Halloran, David Liddy, Philip Purcell and Greg Rynenberg. Their qualifications are set out in the 2015 Annual Report. The Committee was constituted for the entire financial year and met four times during the 2015 financial year and all members attended every meeting.

Meetings of the Committee are also usually attended by the Managing Director & CEO, the Chief Financial Officer, the Group Company Secretary & Corporate Counsel and the Chief Risk Officer. However, the Committee, and separately, the Committee Chair, regularly meet with the external auditor in the absence of management. The external auditor is invited to all the meetings of the Committee.

A charter has been adopted for the Audit & Risk Committee (available on the [Steadfast Investor website](#)).

To ensure that Committee members are informed about changes in statutory requirements, accounting standards and guidelines affecting financial reporting, the external auditor and the Chief Financial Officer inform the Committee of any changes and relevant proposals. The Chair attends updates provided by leading accounting firms and others on these topics. The Committee has considered whether sufficient resources are being devoted to the accounting function and this has been considered in terms of quality and timeliness of information provided as well as discussions with the Chief Financial Officer and the external auditor. No significant shortcomings have been identified. The Committee reviews the delegations policy annually. The Committee has provided a line of communication so that employees may raise issues of concern relating to the management of Steadfast's resources or the accuracy or sufficiency of information being provided to managers, the Board or Board Committees. It has done so by implementing a whistle-blower policy.

The Committee has not been requested to review any proposed related party transactions during this reporting period.

The Committee regularly considers the completeness and quality of financial and operational information being provided to the Board and Committees and suggest ways in which those reports might be improved. Reporting continually evolves as the business grows and develops. Most of these discussions take place at Board level and a cooperative approach is taken by management to the requirements of directors in this regard. The Committee Chair regularly discusses the completeness and quality of financial and operational information being provided to senior management and the Board with the external auditor and management. The Committee as a whole discusses these matters at least semi-annually.

The Committee has a number of responsibilities in relation to external reporting, all of which it has discharged during the reporting period including in relation to reviewing the adequacy of the corporate reporting processes, accounting policies, draft financial statements, half-year and interim reports for compliance with regulatory requirements, and assessing, before publication, whether or not external reporting is consistent with the understanding of the Committee members and otherwise provides a true and fair view of the financial position and performance of Steadfast. Before the Board approves the financial statements for a financial period, it receives a declaration from the Managing Director & CEO and CFO that, in their opinion, the financial records of the Group 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 Group.

The Committee has responsibility to review reporting arrangements to ensure that Steadfast meets its continuous disclosure obligations. A Disclosure Committee in relation to ASX announcements has been established in accordance with the Disclosure and Communications Policy.

External audit

The external auditor attends at the AGM and is available to answer any shareholder questions about the conduct of the audit and preparation of the audit report.

Steadfast firmly believes that the external auditor must be, and must be seen to be, independent. The external auditor confirms its ongoing independence as part of its reporting on the 30 June and 31 December financial reports. The Committee confirms this by separate enquiry and monitors it including in relation to the level of

non-audit fees paid to the external auditor. The Board has imposed a limit on the quantum of non-audit fees which may be incurred with the Company's auditors, namely that non-audit fees may not exceed audit fees in a financial year. The Committee approves the audit plan each year. The Committee also reviews audit fees and letters of engagement. The Committee formally discusses the performance of the external auditor annually and informal discussions occur regularly including at Committee meetings. The external auditor was appointed in 2012 and the current lead partner in 2013. Accordingly, there is not yet concerns about length of tenure affecting independence of either the firm or lead partner and it is not considered necessary to conduct a tender at this time nor is it necessary to have audit partner rotation. However, to the extent that the Committee considered it appropriate to consider changing the firm undertaking Steadfast's external audit, it would conduct an appropriate process to receive competitive tenders.

The Committee has free and unfettered access to the external auditor who, together with the Chief Risk Officer, has free and unfettered access to the Committee.

Internal audit

An internal audit process is a key component of the risk management process. Steadfast's internal audit function reports to the Chief Financial Officer and the Chair of the Audit & Risk Committee. Internal audit provides independent assurance that the design and operation of controls across the Group are effective, through testing of key controls and processes and follow-up on issues identified to ensure they are resolved.

ASX CGC Principle 5 – Make timely and balanced disclosure

Steadfast is committed to making timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its shares in accordance with the Corporations Act and ASX Listing Rules.

Steadfast has established a Disclosure & Communication Policy (available on the [Steadfast Investor website](#)) for ensuring that Steadfast complies with the continuous disclosure requirements of the ASX Listing Rules and the Corporations Act.

Steadfast is required to immediately disclose to the ASX any information concerning Steadfast which is not generally available and which, if it was made available, a reasonable person would expect to have a material effect on the price or value of Steadfast shares.

The Disclosure & Communication Policy outlines the processes that Steadfast implements to ensure compliance with its continuous disclosure obligations, particularly at the senior executive level through the establishment of a Disclosure Committee which currently comprises the Managing Director & CEO, Chief Financial Officer and Group Company Secretary & Corporate Counsel. In addition, subject to compliance with ASX Listing Rule 3.1, the Chairman is consulted in advance of any announcement to be released to ASX and any other major media announcement.

ASX CGC Principle 6 – Respect the rights of shareholders

Steadfast is committed to respecting the rights of its shareholders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.

Communications with shareholders

Steadfast provides information about itself and its governance to investors via its website: www.steadfast.com.au

Steadfast's Disclosure & Communications Policy also ensures that Shareholders are informed of all major developments affecting Steadfast through effective communication materials and processes. Shareholder communications includes half yearly and annual reports, market announcements and media releases, all of which are available in the Investor section of the website in addition to background information on the Steadfast Group. Shareholders are encouraged to attend general meetings for the opportunity to meet the Chairman, the Board and senior management.

Steadfast gives shareholders the option to receive communications from, and send communications to, Steadfast and its share registry electronically.

Steadfast has policies and procedures in place to facilitate and encourage participation at shareholder meetings. Steadfast considers shareholder meetings, particularly the AGM, as an important forum for two-way communication between the Company and the shareholders. All shareholders have the opportunity to provide questions or comments ahead of the AGM. Where appropriate, these are read out at the AGM and then responded to at the AGM or a transcript of the question and written answer is provided at the AGM. This provides an opportunity for shareholders who are not able to attend the AGM, the opportunity to exercise their right to ask questions about, or make comments on, the management of Steadfast.

Communications with analysts and others

Steadfast has an investor relations program to facilitate effective two-way communications with investors. A primary aim of the program is to allow investors and other financial market participants to gain a greater understanding of Steadfast's business, governance, financial performance and prospects without providing any market sensitive information that has not been previously disclosed to ASX. It also provides an opportunity for investors and other financial market participants to express their views on matters of concern or interest to them. Where they do, these are communicated to the Board.

The investor relations program also includes interaction with proxy advisers.

The Managing Director & CEO and Chief Financial Officer or approved representatives of Steadfast are authorised to speak with analysts and institutional investors taking account of regulatory guidelines such as continuous disclosure requirements.

The presentations on the 30 June and 31 December results, AGM addresses and other major presentations are sent to ASX before the presentations exist and are available promptly on Steadfast's website.

ASX CGC Principle 7 – Recognise and manage risk

Risk Management Framework

Steadfast has established a risk management framework and regularly reviews the soundness and effectiveness of that framework. The framework is designed to identify and manage risk on an ongoing basis. The Board sets the risk appetite for Steadfast, oversees the risk management framework and satisfies itself that the framework is sound by reviewing reports received and asking questions when necessary to satisfy itself as queries arise. It is the responsibility of management to design and implement that framework and to ensure that Steadfast operates within the risk appetite set by the Board.

The Board has adopted a Risk Management Policy which sets out its approach to the oversight and management of risks.

In determining the risk appetite for Steadfast, the Board has determined that the Group has a moderate tolerance for risk taking. While Steadfast is willing to take on a moderate level of risk, Steadfast remains risk aware. As a result management has incorporated risk management into strategic planning and decision making to understand and prioritise the management of material business risks. When making a decision to enter into a transaction or pursue a course of action, risks are considered in the context of requiring higher reward for higher risk and the actions to be taken to mitigate identified risks.

Audit & Risk Committee

The Board has a committee to oversee risk. Information on the Committee composition, charter and operations is discussed above under *ASX CGC Principle 4 – Safeguard integrity in financial reporting*.

In addition to the functions of the Audit & Risk Committee set out above, the Committee has certain responsibilities in relation to risk management including:

- reviewing management's approach to the management of risks;
- assessing whether audit plans developed by the internal and external auditor are consistent with the financial and operating risks facing the organisation;
- reviewing and approving the frameworks for managing risk and compliance;

- overseeing the preparation of a summary of the main internal and external risks that could adversely affect Steadfast's prospects for future financial years for inclusion in the directors' report;
- reviewing and assisting management's approach to ensuring that there are adequate procedures in place to manage the risks associated with subsidiaries; and
- assessing whether Steadfast has any material exposure to economic, environmental and social sustainability risks and recommend to the Board how to manage those risks.

Steadfast management is responsible for managing operational risk and implementing risk mitigation measures.

A regular review and discussion of business risks is undertaken by management and regularly reviewed by the Committee. In terms of specific risk topics mentioned, business continuity planning was an area identified during the year as requiring further work and substantial progress was made. Subsidiary compliance is an ongoing area of consideration and addressed in part by the internal audit process. Reputational matters are an ongoing focus. Exposures to movements in premium and commission rates have been a particular focus due to the soft market (the business holding up pleasingly). The Committee reviews the risk management framework at least annually and has done so during the course of the year ended 30 June 2015 and is satisfied that it continues to be sound. No material changes to the framework were made. The risk appetite statement, however, continually evolves.

Management has reported to the Board as to the effectiveness of Steadfast's material business risk management processes. The Board has a process in place to receive written assurances from the Managing Director & CEO and Chief Financial Officer that in their opinion the declarations provided under section 295A of the Corporations Act are founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks. The Board receives these assurances prior to approving annual financial statements, and all half year and full year financial results.

Steadfast includes in its 2015 Annual Report, a discussion of the main internal and external risk sources that could adversely affect Steadfast's prospects for future financial years. The Committee reviews and approves this disclosure.

The 2015 external and internal audit plans were reviewed to ensure they were consistent with the financial and operating risks facing Steadfast.

The Committee has responsibilities to ensure that the procedures established to monitor compliance with statutory requirements, regulations and contractual obligations are appropriate. In this regard, the Committee has undertaken a review of Steadfast's compliance with its AFSL requirements, clarification was sought and provided in connection with financier covenant testing and the Committee required that either the General Counsel or the Group Company Secretary & Corporate Counsel is involved in all contractual commitments entered into by Steadfast and that the Chief Operating Officer and Chief Financial Officer are aware of commitments relevant to their areas of responsibility.

Internal audit

Steadfast has an internal audit function through its Chief Risk Officer whose role is to:

- coordinate the implementation of the risk management frameworks, risk profile and mitigation strategies;
- facilitate, challenge and drive risk management and risk mitigation strategies within the Group;
- review the sufficiency and effectiveness of the internal control framework;
- review systems and operations and the adequacy of controls;
- plan and manage internal audits to comply with the internal control framework and operational framework within the Group; and
- report to senior management and the Audit & Risk Committee at regular intervals on the risk management process, risk mitigation strategies, material business risks and internal control framework.

The internal audit function assists Steadfast to accomplish its objectives by bringing a systematic, disciplined approach to evaluating and continually improving the effectiveness of its risk management and internal control processes.

The Chief Risk Officer has a direct reporting line to the Chair of the Audit & Risk Committee.

Economic, Environmental and Social Sustainability Risks

Steadfast is conscious that how it conducts its business activities impacts directly on a range of stakeholders, including shareholders, employees, customers, suppliers, creditors, consumers, governments and local communities in which its businesses operate. Whether it does so sustainably can impact in the longer term on society and the environment.

Steadfast does have exposure to economic risks, particularly general economy wide economic risks and risks associated with the economic cycle but these are of a nature and magnitude commensurate with other businesses operating in the economy. Subject to the foregoing, and particularly in light of the nature of Steadfast's business of insurance intermediation and provision of services to insurance brokers, and its business strategy, the Board currently considers that Steadfast does not have any material exposure to environmental and social sustainability risks.

Steadfast has in place an anti-bribery and corruption policy, a code of conduct and prudent risk management policies and procedures, each of which are consistent with a sustainable method of operating and minimising economic, environmental and social sustainability risks.

Steadfast has implemented a number of policies and procedures which promote social sustainability including a diversity policy, workplace health and safety initiatives and other employee benefits. Steadfast's values include being an employer of choice and its strategy includes creating and sustaining a culture of excellence. Implementation of this requires our business to be operated in a manner which promotes social sustainability.

Steadfast operates in a financially prudent and responsible manner, promoting economic sustainability. Steadfast takes risk management extremely seriously and its policies and procedures in this regard assist in identifying and managing risk so as to operate in an economically sustainable manner. Steadfast's mission, vision and values centre around creating wealth and value for shareholders which requires the business to be operated in a manner which promotes economic sustainability.

Steadfast does not consider that its business of insurance intermediation and provision of services to insurance brokers and related matters poses substantial issues of environmental sustainability although considers that appropriate consideration of issues of environmental sustainability is implied through its code of conduct and risk management policies.

Steadfast supports a number of organisations involved in promoting leadership and opportunities for women to advance their professional careers. Steadfast has a number of community sponsorships and the Steadfast Foundation, and many of its operating businesses, make donations to community causes. Directors of the Steadfast Foundation act on a pro bono basis. Information about the various sponsorships and donations are provided in the 2015 Annual Report.

ASX CGC Principle 8 – Remunerate fairly and responsibly

Remuneration & Succession Planning Committee

The Board has established a Remuneration & Succession Planning Committee ("BRSC") whose roles and responsibilities are to:

- review and recommend to the Board, remuneration arrangements of the Managing Director & CEO and senior executives ("Executives") and Directors;
- review and recommend to the Board, equity-based incentive plans and other employee benefit programs;
- review, evaluate, consider and make recommendations to the Board on the matters for which it is responsible on an annual basis;
- review, evaluate, consider and make recommendations to the Board about executive succession planning, particularly for the Managing Director & CEO, and executive development activities and for key executives of the ten largest businesses;

- performing an annual review of the BRSC to ensure it remains consistent with Board objectives, responsibilities and relevant standards of corporate governance;
- review and recommend to the Board, the remuneration report to be included in the annual report to shareholders and seeking to ensure that the remuneration report will receive over 90% support from shareholders that vote;
- review code of conduct and whistleblowing procedures.

The BRSC is currently comprised of the five non-executive Directors, who are independent including the Chair, David Liddy. The other Directors currently serving on the Remuneration & Succession Planning Committee are Frank O'Halloran, AM, Anne O'Driscoll, Philip Purcell and Greg Rynenberg. The Committee met four times during the year ended 30 June 2015 and each member attended all meetings.

A charter has been adopted for the Remuneration & Succession Planning Committee (available on the [Steadfast Investor website](#)).

Remuneration Policies and Practices

Steadfast distinguishes the remuneration of Executives from that of non-executive Directors so that remuneration appropriately reflects their different roles and responsibilities. Steadfast offers the Executives a mix of fixed and incentive based remuneration in certain circumstances (e.g., under the short term incentive plan and long term incentive plan). Remuneration of non-executive directors is fixed.

Steadfast does not have in place any schemes for retirement benefits, other than superannuation, for non-executive Directors.

The Committee assesses the appropriateness of remuneration frameworks and practices in order to fairly and responsibly reward the Executives. The Committee ensures that rewards are commensurate with performance and that remuneration levels are competitive in the market in which Steadfast operates. The Committee seeks external advice from independent consultants as it considers appropriate.

The Committee recognises that the key to achieving sustained performance is to motivate and retain quality employees and align executive reward with the creation of shareholder value. The Board has the discretion to reduce deferred equity awards (including to zero) to the Executive where it is appropriate to do so for example, financial results subsequently deteriorate. In the case of deferred equity awards under the LTI, additional hurdles for subsequent years' financial performance apply before those awards can vest.

Details of remuneration of Executives and non-executive directors including awards under incentive schemes, are included in the remuneration report contained in the 2015 Annual Report.

Securities trading policy

Steadfast's securities trading policy prohibits participants in equity-based remuneration schemes from entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme. In addition, the Corporations Act prohibits key management personnel from entering into an arrangement that would have the effect of limiting their exposure to risk relating to an element of their remuneration that either has not vested or has vested but remains subject to a holding lock. Further detail in relation to the securities trading policy is included above under *ASX CGC Principle 3 – Promote ethical and responsible decision making*.