

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Introduced 01/07/14 Amended 02/11/15

Name of entity

GTN LIMITED

ABN

38 606 841 801

Financial year ended:

30 June 2019

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://www.gtnetwork.com.au/home/?page=corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 29 August 2019 and has been approved by the Board. The annexure includes a key to where our corporate governance disclosures can be located.

Date: 29 August 2019

Anna Sandham, 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 <i>[insert location]</i> ... 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 type="checkbox"/> at http://www.gtnetwork.com.au/home/?page=corporate-governance (Refer to Board Charter)	<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 <i>[insert location]</i>	<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 <i>[insert location]</i>	<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 <i>[insert location]</i>	<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.

Key to Disclosures Corporate Governance Council Principles and Recommendations

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 <u>OR</u></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://www.qtnetwork.com.au/home/?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 type="checkbox"/> in our Corporate Governance Statement <u>OR</u></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 <u>OR</u></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 <u>OR</u></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 <u>OR</u></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 <u>OR</u></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 <u>OR</u></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 <u>OR</u></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 <u>OR</u></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 <u>OR</u></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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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://www.gtnetwork.com.au/home/?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 <i>[insert location]</i></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>

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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 <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i> ... and, where applicable, the information referred to in paragraph (b): <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i> ... and the length of service of each director: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i>	<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 <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <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 <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <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 <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <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 <u>AND</u> <input checked="" type="checkbox"/> at http://www.gtnetwork.com.au/home/?page=corporate-governance (Refer to Code of Conduct)	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

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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://www.gtnetwork.com.au/home/?page=corporate-governance</p> <p>(Refer Audit and Risk Management Committee Charter ... 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 <i>[insert location]</i></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>

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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 AND <input checked="" type="checkbox"/> at http://www.gtnetwork.com.au/home/?page=corporate-governance (Refer Shareholder Communication Policy)	<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 <i>[insert location]</i>	<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://www.gtnetwork.com.au/home/?page=company-profile and http://www.gtnetwork.com.au/home/?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 <i>[insert location]</i>	<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 <i>[insert location]</i>	<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 <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

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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 checked="" type="checkbox"/> at http://www.gtnetwork.com.au/home/?page=corporate-governance</p> <p>(Refer to Audit and Risk Committee Charter)</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 <i>[insert location]</i></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>

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<p>7.3 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):]</p> <p>... how our internal audit function is structured and what role it performs:</p> <p><input 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):]</p> <p>... 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 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>
<p>7.4 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>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

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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 <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://www.gtnetwork.com.au/home/?page=corporate-governance</p> <p>(Refer to Nomination and Remuneration Committee Charter)</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 <i>[insert location]</i></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 <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>
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 <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>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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 <u>OR</u></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 <u>OR</u></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>



2019 Corporate Governance Statement

The Board of Directors (the **Board**) is responsible for the overall corporate governance of GTN Limited (the **Company** or **GTN**) including adopting appropriate policies and procedures designed so that that GTN is properly managed and to protect and enhance shareholder interests.

This Statement:

- reports against the 3rd edition of the ASX Corporate Governance Council's Principles and Recommendations (**ASX Principles**) and the practices detailed in this Statement are current as at 29 August 2019; and
- has been approved by the Board and is available on GTN's website at www.gtnetwork.com.au

Principle 1: The Board lays solid foundations for management and oversight

Role and responsibilities of the Board and management

The Board has responsibility for providing overall strategic guidance for GTN and effective oversight of management. The Board monitors GTN's compliance with its Constitution, from which the Board derives its authority to act, and with the relevant legal and regulatory requirements.

The Board has delegated day-to-day management of the business and affairs of GTN to executive management and have set the levels of authority for the Managing Director & Chief Executive Officer (**CEO**), Chief Financial Officer (**CFO**), and other members of executive management. These levels will be periodically reviewed by the Board and documented.

However, for the purpose of good corporate governance, there are certain matters which are reserved for the collective decision of the Board, by retaining Board control over significant decisions while allowing appropriate matters to be dealt with effectively under authority delegated to executive management.

Most significantly, these matters include:

- providing leadership and setting the strategic objectives of GTN;
- appointing the Chairman and potentially any deputy Chairman and any senior independent Director;
- appointing and when necessary, replacing the CEO;
- approving the appointment and when necessary, replacing direct reports to the CEO;
- appointing and when necessary, replacing the company secretary;
- overseeing management's implementation of GTN's strategic objectives and its performance generally;
- through the Chairman, overseeing the role of the company secretary;
- approving business plans, ensuring that sufficient resources are available to implement strategy and monitoring the implementation of strategy;
- determining GTN's capital structure and dividend policy;
- approving operating budgets and major capital expenditures;

- approving and monitoring financial reporting;
- overseeing the integrity of GTN's accounting and corporate reporting systems;
- appointing and removing external auditors, and determining the remuneration and terms of appointment of the auditors;
- overseeing GTN's process for making timely and balanced disclosure of all material information concerning it, that a reasonable person would expect to have a material effect on the price or value of GTN's securities;
- reviewing the CEO and senior management team's performance and results;
- reviewing and approving the CEO and the senior management team's contractual arrangements, remuneration and benefits;
- overseeing succession planning for the CEO, senior management team and such other executives as the Board may decide;
- reviewing GTN's risk management framework and setting the risk appetite within which the Board expects management to operate;
- approving GTN's remuneration framework;
- managing and reviewing GTN's compliance with its disclosure obligations and the Disclosure and Communication Policy, and considering whether any revisions to the Disclosure and Communication Policy are required;
- reviewing GTN's compliance with the Trading Policy and considering whether any revisions to the Trading Policy are required; and
- monitoring the effectiveness of GTN's governance practices.

The Board has delegated some of its functions to committees, although ultimate responsibility for those functions remains with the Board.

The Board has established the following committees to assist it in discharging its functions:

- Audit and Risk Committee (ARC); and
- Nomination and Remuneration Committee (NRC).

The Board's responsibilities are set out in the Board Charter which is available on the GTN website <http://www.gtnetwork.com.au/home/?page=corporate-governance>.

The CEO is responsible for the day-to-day management of the Company with the authority to exercise all necessary powers, discretions and delegations authorised from time to time by the Board. The CEO's responsibilities are set out in the Board Charter. The CEO is supported by his executive management team, all of whom are listed on the GTN website <http://www.gtnetwork.com.au/home/?page=board-management>

Access to Information and Independent Professional Advice

Each Director has the right of access to seek any information he or she requires from Management, the external auditor and external advisers.

The Board collectively may seek independent professional advice at GTN's expense, as necessary, to assist in fulfilling the performance of its duties. Individual Directors who wish to obtain independent professional advice are required to seek approval from the Chairman and will be entitled to reimbursement of all reasonable costs in obtaining such advice.

Board meetings

The Board holds regular meetings and is expected to meet as often as necessary to deal with any Company business.

For details of the current Directors, their qualifications, skills and experience, refer to 'Information on Directors' in the Directors' Report. For details of Directors' attendance at

Board and Committee Meetings for the year ended 30 June 2019 refer to 'Meetings of Directors' in the Directors' Report.

Appointment and Re-election of Directors

On 1 March 2019, Ms Corinna Keller was appointed as a Director. Details of Ms Keller's qualifications and experience are set out in the Directors' Report.

The Directors are of the view that the board is currently of a sufficient size to meet the requirements of the business, however this is constantly being reviewed and assessed by the Directors. Additional Directors will be appointed as and when it is considered necessary.

When appointing new Directors, the Board and the NRC look to ensure that an appropriate mix of skills, expertise, experience and diversity is maintained.

At commencement of the Director selection process, the Company will undertake appropriate checks on potential candidates to consider their suitability to fill a casual vacancy on the Board or for election as a Director.

Prior to appointment, candidates are required to provide the Chairman with details of other commitments and an indication of time involved, and to acknowledge that they will have adequate time to fulfil his or her responsibilities as a Non-Executive Director of GTN.

Directors available for re-election at a general meeting are reviewed by the NRC and recommended to the Board. Directors are re-elected in accordance with the Company's Constitution and the ASX Listing Rules.

This process has been followed in the previous period with the appointment of Ms Keller. Shareholders will be provided with details about each Director standing for election and re-election in the Notice of Meeting for the 2019 Annual General Meeting (**AGM**) which is currently scheduled for November to enable them to make a decision on election.

Additionally, the Company enters into a written agreement with each Director and senior executive setting out the terms of their appointment.

Company Secretary

All Directors have direct access to the Company Secretary who is responsible to the Board through the Chairman on all matters relating to the conduct and functions of the Board and Committees. The Company Secretary's responsibilities are set out in the Board Charter which is available on the GTN website <http://www.gtnetwork.com.au/home/?page=corporate-governance>.

Diversity

The Board has adopted a Diversity Policy which sets out GTN's commitment to diversity and inclusion in the workplace at all levels. The Diversity Policy provides a framework to achieve GTN's diversity goals and commitment to creating a diverse work environment where everyone is treated fairly and with respect and where everyone feels responsible for the reputation and performance of GTN. For this purpose, GTN has adopted a Diversity Policy which is available on the GTN website <http://www.gtnetwork.com.au/home/?page=corporate-governance>.

The NRC oversees the implementation of the Diversity Policy and assesses progress in achieving its objectives.

The Diversity Policy requires the Board to set measurable objectives for obtaining gender diversity. During the period, the Board has set measurable objectives and these are, and will continue to be, monitored by the NRC.

Female employees as a percentage of workforce participation as at 30 June 2019 compared to 30 June 2018 is set out below:

Group	% female employees as at 30 June 2019	% female employees as at 30 June 2018
Board	25%	0%
Group Executive*	22%	13%
Senior Leadership Team**	50%	44%
Overall	50%	47%

* *Group Executive comprises the CEO, his direct reports and the Company Secretary (8 people in total)*

** *Senior Leadership Team is the management level reporting to the Group Executive*

Performance review of the Board

The NRC is responsible for establishing the processes for reviewing the performance of individual Directors, the Board as a whole and Committees.

During the year ended 30 June 2019, the Board did not conduct a formal performance review of the Board, Committees and the Chair's performance however performance was considered informally. A formal performance review (including a full discussion on Board processes, director contribution, Committee operation and governance and management feedback) of the Board, Committees and the Chair's performance will be considered during FY20.

Performance Review of Executive Management

Executive management members' ('executives') key performance indicators are set annually. At least annually, the CEO conducts one-on-one performance evaluations with individual executives to assess whether they have met their key performance indicators set in the preceding year.

The Board, via the NRC, sets key performance indicators for the CEO and senior executives. In the past financial year, a review of senior executives' performance was considered by the Chair of the NRC in consultation with the Board. This process will be continued in FY20.

Principle 2: The Board is structured to add value

Nomination and Remuneration Committee

The NRC:

- Has three members, Robert Loewenthal, David Ryan and Corinna Keller, all of whom are independent Non-Executive Directors. Ms Corinna Keller was appointed as a member of the NRC on 12 June 2019;
- Is chaired by Rob Loewenthal, an independent director;
- Has a Charter which is available on the GTN website:
<http://www.gtnetwork.com.au/home/?page=corporate-governance>

The Charter of the NRC requires the Committee to meet as frequently as required to perform its functions, but not less than quarterly. The NRC met four times during the year ended 30 June 2019 which the Committee considered was sufficient to perform its functions. For further details of meetings held and attended by Committee members for the year ended 30 June 2019, refer to 'Meetings of Directors' in the Directors' Report.

The role of the NRC is to assist and advise the Board on the following nomination related matters:

- Board succession planning generally;
- induction and continuing professional development programs for Directors;
- development and implementation of processes for evaluating the performance of the Board, its committees and Directors;
- processes for recruiting new Directors (evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in light of this evaluation, preparing a description of the role and capabilities required for a particular appointment);
- the appointment and re-election of Directors; and
- succession planning for the Board, the CEO and other direct reports to the CEO,

with the objective of having a Board of a size and composition conducive to making appropriate decisions, with the benefit of a variety of perspectives and skills and in the best interests of GTN as a whole.

Discussion of the NRC's remuneration related responsibilities are discussed under Principle 8.

The NRC may obtain information from, and consult with, Management and external advisers, as it considers appropriate.

Board Skills Matrix

The composition of the Board was reviewed during the past financial year and will continue to be reviewed on an annual basis (and more often if considered necessary) by the NRC to ensure that the Board has the appropriate mix of skills, expertise and experience necessary to fulfil its function effectively. These reviews are facilitated by considering a skills matrix developed by the Committee provides an overview of the Directors' skills measured against a range of skills, competencies and experience sought by the Board which have been developed based on:

- The Company's strategic priorities and objectives;
- Current issues and challenges; and

- Current and future business.

The Board has determined that the following skills and experience are necessary for the Board, as a whole to have:

Relevant skill or experience	No. of Board members with 'expert' or 'good' skill or experience
Financial and audit	3
Strategy	4
Remuneration	4
Risk management	4
Legal & Governance	2
Industry experience	3
Senior executive experience	4
Mergers and Acquisitions	4
Leadership	4
Ethics and Integrity	4
Contribution	4
Diversity	4
Previous board experience	3

The Board has determined that as a whole it has all the required skills and experience to operate effectively. The Board will consider enhancing its skills and experience when it is considered necessary.

Composition of the Board and details of directors

The board charter adopted by the Board sets out guidelines and thresholds of materiality for the purpose of determining independence of Directors in accordance with the ASX Principles and has adopted a definition of independence that is based on the definition in the ASX Principles.

The Board considers a Director to be independent if he or she is not a member of management and is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the Board, and to act in the best interests of GTN and Shareholders generally.

The Board will assess the independence of each Non-Executive Director in light of the interests disclosed by them at least annually or around the time the Board considers candidates for election to the Board. The Board considers that each of Rob Loewenthal, David Ryan and Corinna Keller are free from any business or any other relationship that could materially interfere with, or reasonably be perceived to interfere with, the independent exercise of the Director's judgement and are able to fulfil the role of an independent Director for the purposes of the ASX Principles.

William Yde III is currently considered by the Board not to be independent because he is the Managing Director & CEO.

The Chairman is an independent Non-Executive Director and there is a clear division of responsibility between the Chairman and the CEO. The role of the Chairman and the CEO is not exercised by the same individual.

In appointing any new Director(s), the Board must ensure that any candidate has the appropriate range of skills, experience and expertise that will best complement the existing Board. This process was undertaken during the period when considering the appointment of Ms Keller as a Director.

GTN recognises the importance of Non-Executive Directors and the external perspective and advice that Non-Executive Directors can offer. It is the approach and attitude of each Non-Executive Director which is critical to determining independence and this must be considered in relation to each Director, while taking into account all other relevant factors, including materiality thresholds, as set out in the Board Charter which is available on the GTN website <http://www.gtnetwork.com.au/home/?page=corporate-governance>.

If a Director is or becomes aware of any information, facts or circumstances that will or may affect his or her independence, the Director must immediately disclose all relevant details in writing to the Company Secretary and the Chairman.

For details of the current directors, their qualifications, length of service, skills and experience refer to 'Information on Directors' in the Directors' Report.

Induction and education

The NRC is responsible for implementing an effective training and education program for all new and existing Directors. The Committee is required to regularly review the effectiveness of the program to ensure each director maintains the skills and knowledge required to perform their role effectively.

Any new Directors undergo a formal induction program in which they are given a full briefing on GTN, its operations and the industry in which it operates. Where possible, this may include meetings with key executives, tours of premises, provision of a due diligence package and presentations from management. This process was undertaken during the period following the appointment of Ms Keller.

To achieve continuing improvement in Board performance, all Directors are encouraged to undergo regular professional development.

Principle 3: The Board promotes ethical and responsible decision-making

Code of Conduct

GTN is committed to providing an ethical and legal framework within which its employees conduct GTN's business. Accordingly, GTN has adopted a Code of Conduct which sets out the values, commitments, ethical standards and policies of GTN and outlines the standards of conduct expected of the business and GTN's employees, taking into account GTN's legal and other obligations to its stakeholders.

The Code covers the following areas:

- Conflicts of interest;
- Opportunities, benefits and ownership of work;
- Anti-bribery and gifts;

- Dealings with politicians and government officials;
- Confidentiality;
- Privacy;
- Fair Dealing;
- Discrimination, bullying, harassment and vilification;
- Health and safety;
- Protection of and use of the Company's assets and property;
- Compliance with laws and regulations;
- Responsibility to shareholders and the financial community;
- Insider trading; and
- Whistle-blower protection.

If an employee is aware of or suspects a breach of the Code or other inappropriate behaviour, they are encouraged to promptly report any breaches of the Code. Employees will have the benefit of protections applicable under legislation in relation to whistle-blowing.

A copy of the Code is made available to all directors, employees and relevant personnel. The Code of Conduct is available on the GTN website under <http://www.gtnetwork.com.au/home/?page=corporate-governance>.

Trading Policy

GTN has adopted a Trading Policy that applies to all Personnel (Directors, employees, contractors and consultants) of the Company and its subsidiaries. The Trading Policy prohibits Personnel from dealing in GTN's securities while in possession of inside information as defined under section 1043A of the Corporations Act 2001 (*Cth*) (**the Act**).

In addition, Designated Persons (Directors, officers, key management personnel and any other person designated by the CFO) are prohibited from dealing in GTN's securities (subject to exceptional circumstances) during the following "blackout periods":

- For a period of six weeks before the financial half year and financial year end, up to the commencement of the first trading day after such release; and
- Such other periods the Board may notify from time to time.

During the period, the Trading Policy was reviewed and an amendment made to remove the following prohibited "blackout periods" from the Trading Policy:

- For a period of 28 days before the Company's AGM up to the commencement of the first trading day after the AGM; and
- For a period of 28 days before the issue of a disclosure document (e.g. prospectus), up to the commencement of the first trading day after such release.

This was to permit Designated Persons to deal in GTN's securities in additional periods throughout the year.

Designated persons are able to deal in GTN's securities at other times by following the procedures outlined in the Trading Policy.

Designated Persons are also prohibited from short term or speculative trading, short selling, or entering into any hedging or margin lending arrangement.

The Trading Policy is available on the GTN website
<http://www.gtnetwork.com.au/home/?page=corporate-governance>.

Principle 4: The Board safeguards integrity in financial reporting

Audit and Risk Committee

The ARC:

- Has three members, David Ryan, Rob Loewenthal and Corinna Keller, all of whom are independent Non-Executive Directors;
- Is Chaired by David Ryan, an independent Non-Executive Director who has significant experience in financial management and is not the Chairman of the Board;
- Has a Charter which is available on the GTN website <http://www.gtnetwork.com.au/home/?page=corporate-governance>; and
- In its function as an audit committee assists the Board in fulfilling its corporate governance responsibilities in regard to:
 - GTN's half year and annual financial reporting obligations;
 - Oversight of the independence of the external auditor; and
 - Compliance with legal and regulatory obligations.

See the discussion under Principle 7 for its function as a Risk Committee.

The ARC may obtain information from, and consult with, management, the external auditor and external advisers, as it considers appropriate. The ARC also has access to the external auditor to discuss matters without management present.

The Charter of the ARC requires the Committee to meet as frequently as required to perform its functions, but not less than quarterly. The ARC met five times during the year ended 30 June 2019 which the Committee considered was sufficient to perform its functions. For further details regarding the attendance of the Audit and Risk Committee meetings, refer to 'Meetings of Directors' in the Directors' Report.

Selection and rotation of the External Auditor

The ARC is responsible for recommending to the Board the appointment, removal or replacement of the external auditor and its signing partner, the terms of appointment, any re-appointment and fees. The ARC is responsible for recommending procedures for the rotation of external audit engagement partners and annually reviewing the external auditor's performance and independence.

Chief Executive Officer and Chief Financial Officer declaration

Prior to Board approval of GTN's half year and annual financial reports, the CEO and CFO must provide the Board with declarations required under section 295A of the Act and Recommendation 4.2 of the ASX Principles.

For the half year ended 31 December 2018 and the financial year ended 30 June 2019, the CEO and CFO made a declaration in accordance with section 295A of the Act. The declaration was formed on the basis of a sound system of risk management and internal control which is operating effectively.

Auditor at AGM

At GTN's AGMs, the external auditor will be present and available to answer shareholder questions on:

- The conduct of the audit;
- The preparation and content of the External Auditor's Report;
- The accounting policies adopted by GTN in relation to the preparation of the financial statements; and
- The independence of the auditor in relation to the conduct of the audit.

Principle 5: The Board makes timely and balanced disclosure

GTN has adopted a Disclosure and Communication Policy to ensure compliance with the explicit requirements and the spirit and intent of its disclosure obligations under the Act and ASX Listing Rules. GTN is required to comply with the continuous disclosure requirements of the ASX Listing Rules and the Act. Subject to the exceptions contained in the ASX Listing Rules, GTN is required to immediately disclose to the ASX any information concerning GTN which is not generally available and which a reasonable person would expect to have a material effect on the price or value of the shares.

Under the Disclosure and Communication Policy, the Disclosure Committee is responsible for managing GTN's compliance with its continuous disclosure obligations.

The Board has designated the Company Secretary as the person with primary responsibility for communications with the ASX. The Disclosure Committee determines whether information is required to be disclosed to the ASX. Any disclosure must be approved by the CEO, and if the CEO considers necessary, the Board. The Board has designated the CEO and CFO as the persons authorised to issue statements and communicate with media on behalf of GTN.

The Disclosure and Communication Policy is available on the GTN website <http://www.gtnetwork.com.au/home/?page=corporate-governance>

Principle 6: The Board respects the rights of shareholders

GTN respects the rights of its shareholders and to facilitate the effective exercise of those rights, GTN sets out its policy on investor relations and communication which is contained in the Disclosure and Communication Policy available on the GTN website <http://www.gtnetwork.com.au/home/?page=corporate-governance>

Company website

GTN's website is at www.gtnetwork.com.au and is regularly kept up-to-date to maintain effective communication with shareholders and stakeholders.

The following information is available on the website:

- Company profile and businesses;
- Board and executive management profiles;
- Corporate Governance Charters and Policies;
- Company announcements and investor briefings;
- Annual reports and notices of meeting;

- Share Price information and tools;
- Details of GTN's broadcast products; and
- Contact details.

Alternatively, Company announcements can be accessed from the "Announcements" section of the ASX website www.asx.com.au (ASX code: GTN).

Shareholder engagement and participation

The contact details of GTN and its Share Registry (see below under 'Electronic Communications') are available to shareholders to address and facilitate any shareholder-related enquiries.

GTN intends to hold its 2019 AGM in November 2019 in Sydney. An announcement will be made to the ASX confirming the date of the AGM in due course. In addition, all shareholders will be sent the AGM Notice of Meeting (NOM) within the necessary timeframes.

To encourage shareholder engagement and participation at the AGM, shareholders will have the opportunity to attend the AGM, ask questions from the floor, participate in voting and meet the Board and executive management in person.

Shareholders who are unable to attend the AGM are encouraged to vote on the proposed resolutions by appointing a proxy via the proxy form accompanying the NOM or online through the Share Registry's website. Shareholders have the opportunity to submit written questions to the Company and external auditor or make comments on the management of the Company as well as access AGM presentations and speeches made by the Chairman and CEO prior to the commencement of the meeting. The Company will publish results of the meeting to the ASX and on its website following the conclusion of the AGM.

Electronic communications

The Company's contact details are available on the GTN website <http://www.gtnetwork.com.au/home/?page=contact-us>

Shareholders can submit an email enquiry to the Company at info@gtnetwork.com.au or contact its Share Registry, Link Market Services at registrars@linkmarketservices.com.au

The Company encourages all shareholders to receive all shareholder communications (including notification that the Annual Report is available to view, Notices of Meeting and Payment Statements) by email. Electronic communications have the added advantage of being more timely and cost effective, as well as being more environmentally friendly than paper based communications, which ultimately benefits all shareholders.

Principle 7: The Board recognises and manages risk

In its function as a risk committee, the ARC assists the Board in fulfilling its corporate governance responsibilities in regard to oversight of the Company's risk management system and internal control systems.

Additional details of the ARC are contained in the disclosure under Principle 4. For details regarding the number of ARC meetings and the attendance at those meetings, refer to 'Meetings of Directors' in the Directors' Report.

Risk management policy

GTN's Risk Management Policy sets out the requirements, roles and responsibilities for managing risks across the organisation. The Risk Management Policy is available on the GTN website <http://www.gtnetwork.com.au/home/?page=corporate-governance>.

The risk management policy covers the key activities or stages within risk management:

Identify: identify a risk (threats or opportunities) and document the risks captured by the risk register owner.

Assess: the primary goal is to document the net effect of all identified threats and opportunities, by assessing:

- Likelihood of threats and opportunities (risks);
- Impact of each risk;
- Proximity of threats; and
- Prioritisation based on scales.

Plan: preparation of management responses to mitigate threats and maximise opportunities.

Implement: risk responses are actioned.

Monitor and review: monitor and review the performance of the risk management system and changes to business initiatives.

Communicate: provide regular reports to management team / Audit and Risk Committee at agreed times.

The GTN Risk Register is used for tracking and management of all strategic and operational level risks and is used to generate reporting to senior management and the Audit and Risk Committee.

Each risk has an owner and is assigned to a person with the right skills, knowledge and a member of the functional area responsible to track the likelihood and potential impact, as well as define and implement risk response plans.

Management is responsible for identifying and evaluating risks within their area of responsibility, implementing agreed actions to manage risk and for reporting as well as monitoring any activity or circumstance that may give rise to new or changed risks.

Several key risk areas for GTN are:

- The loss of Key Management;
- Advertising industry fluctuations;
- Maintenance of key Affiliate relationships and contracts;
- Impact of new technology;
- Operations in new markets; and
- Potential impact of GTN's fixed cost structure on its flexibility.

A formal Risk Management Policy has been approved by the Board which clearly documents the risk management framework.

The purpose of the Risk Management Policy is to outline the Company's risk management process and set out the responsibilities of the Board, the ARC, the CEO, senior management and others within the Company in relation to risk management to:

- identify any changes to material risks and whether they remain within the risk appetite set by the Board with input from Management, external auditors, compliance staff and other experts and consultants as relevant and in light of relevant standards and industry guidance;
- Provide a regular means of monitoring, assessing, reviewing and reporting on the identification and management of risk;
- Review the risk management performance indicators, known as the dashboard;
- Embed risk based questioning in key process decisions to build a risk aware culture; and
- Revise components of the risk management framework as appropriate.

Environmental and social sustainability risks.

GTN does not have material exposures to environmental and social sustainability risks. However, GTN will strive to conduct its business in ways that appropriately balance social and environmental benefits. GTN understands that sustainable success depends upon maintaining its reputation and paying attention to the demands and concerns of all stakeholders.

Internal Audit

During the period, the Company appointed CBIZ Risk & Advisory Services, LLC, an external service provider, to confirm and evaluate the design of existing key controls, update existing narratives and risk control matrices, update test plans, as necessary test key controls, identify control deficiencies (if any), and recommend areas of improvements as they relate to revenue recognition, radio station compensation and information technology. These findings were reported to the ARC. The ARC will continue to monitor any relevant findings as considered necessary.

Oversight of the effectiveness of GTN's risk management and internal control processes currently form part of the responsibilities of the CFO for financial risks and controls.

Principle 8: The Board remunerates fairly and responsibly

In its function as a remuneration committee, the NRC assists the Board in fulfilling its corporate governance responsibilities in regard to:

- Engaging remuneration consultants (if any);
- Reviewing Non-Executive Director remuneration;
- Determining executive remuneration policies and remuneration for executives; and
- Reviewing and approving equity-based incentive plans.

Additional details of the NRC are contained in the disclosure under Principle 2. Details of the number of NRC meetings and the attendance at those meetings, refer to 'Meetings of Directors' in the Directors' Report.

Remuneration report and remuneration policies

In relation to remuneration issues, the Board (with the assistance of the NRC) has established a remuneration philosophy to ensure that it remunerates fairly and responsibly. The remuneration philosophy of the Board is designed to ensure that the level and

composition of remuneration is competitive, reasonable and appropriate for the results delivered and to attract and maintain talented and motivated Directors and employees.

Details about GTN's remuneration philosophy, policies and practices are provided within the Remuneration Report, which is part of the Director's Report. As detailed in the Remuneration Report, the structure of Non-Executive Directors' remuneration and that of executives is clearly distinguished. Non-Executive Directors receive fees, which do not include any incentive payments. Executives participate in incentive plans as detailed in the Remuneration Report. There are also no retirement schemes for Non-Executive Directors, other than superannuation.

Minimum shareholding policy

Directors are contractually required to purchase Company shares equal to one year's salary within three years of joining the board. In June 2019, the directors modified this requirement to allow for up to five years to purchase the requisite shares. Prior to the modification, Robert Loewenthal was not in compliance with this provision of his contract.

Details of the shareholdings of the Directors are set out in the Remuneration Report in the Annual Report.

Equity-based remuneration scheme

GTN has established a long-term incentive plan (the 'Plan') under which eligible participants may be granted options to receive GTN shares at a future date provided that specific criteria are met.

The Plan may be used to make annual grants to executives that may form the long-term incentive component of their total remuneration package. This will further align executives' interests with those of shareholders and is reflective of market practice of listed companies.

During the FY19, the Board did not award options under the LTI Plan.

Under the Plan and also the Trading Policy, participants must not enter into any arrangement for the purpose of hedging their economic exposure to a right that has been granted to them. The Terms and Conditions of the Plan are available on the "Announcements" section of the ASX website for "GTN" lodged on 1 June 2016. The Trading Policy is available on the GTN website

<http://www.gtnetwork.com.au/home/?page=corporate-governance>.